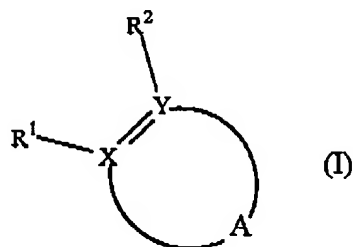


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This listing of claims will replace all prior versions, and listings, of claims in the application.

1. (Currently Amended) A compound of Formula (I)



or a pharmaceutically acceptable salt or solvate thereof
wherein

R^1 is H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} thioalkyl, cyano, halo, C_{3-7} cycloalkyl, $-C_{1-6}$ alkylene- C_{3-7} cycloalkyl, C_{2-6} alkenyl or C_{3-6} alkynyl;

R^2 is $C(D)NR^3R^4$, $D'-D''(R^3)(R^4)$ or $CH_2NR^3R^4$

D' is CH_2 or a bond;

D'' is C, C-OH or CH

wherein

said C is attached to R^3 by a single or double bond;

said C is attached to R^4 by a single or double bond;

provided that

C is not attached to both R^3 and R^4 by double bonds;

said CH is attached to R^3 and R^4 by single bonds;

said C of C-OH is attached to R^3 and R^4 by single bonds;

D is O or S;

R^3 and R^4 are each independently selected from the group consisting of H, C_{1-6} alkyl, C_{1-6} haloalkyl, $-C_{1-6}$ hydroxyalkyl, $-C_{1-4}$ alkylene-O- C_{1-4} alkyl, $-C_{1-3}$ alkylene- C_{1-6} thioalkyl, $-C_{2-6}$ alkylidene- $(C_{1-4}$ alkoxy) $_2$, C_{3-7} cycloalkyl, $-C_{1-6}$ alkylene- C_{3-7} cycloalkyl, C_{2-6} alkenyl, C_{3-6} alkynyl, $-C_{1-6}$ alkylene-CN, $-C_{1-6}$ alkylene-heterocyclo and $-C_{1-6}$ alkylene-aryl;

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wherein said aryl of said $-C_{1-6}$ alkylene-aryl is optionally substituted with one to three of the same or different substituents selected from the group consisting of fluoro, chloro, bromo, cyano, nitro, C_{1-4} alkyl and C_{1-3} alkoxy;

or

R^3 and R^4 together with the nitrogen to which they are attached form a five or six-membered heterocycle,

said heterocycle optionally containing one additional heteroatom selected from the group consisting of N, S and O; and

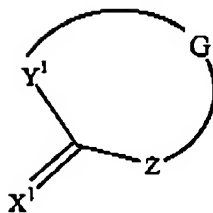
said heterocycle optionally substituted with one or more groups selected from the group consisting of C_{1-6} alkyl, C_{1-6} alkoxy, aryl, $-C_{1-4}$ alkylene-aryl, pyridyl and halogen;

wherein said aryl of said $-C_{1-4}$ alkylene-aryl is optionally substituted with one to three of the same or different substituents selected from the group consisting of fluoro, chloro, bromo, cyano, nitro and C_{1-3} alkoxy;

X is C;

Y is C;

A is



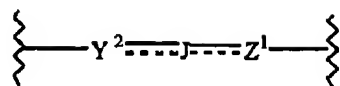
wherein

X^1 is N and is attached to X;

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Y^1 is N and is attached to Y;

G is



wherein

Y^2 is CE^1 and is attached to Y^1 ;

J is a bond;

Z^1 is CE^3 and is attached to Z;

wherein

E^1 and E^3 together form ~~$N(CH_3)_2$~~ $N-CH=CH-CH=$

optionally substituted with halogen, -CN,
 C_1 - C_4 alkyl, C_3 - C_6 cycloalkyl, substituted or
 unsubstituted phenyl, hydroxy, C_1 - C_4 alkoxy, SH,
 C_1 - C_4 thioalkyl, NH_2 , $NH(C_1$ - C_4 alkyl) or
 $N(C_1$ - C_4 alkyl) $_2$;

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different ~~substitutents~~ substituents selected from the group consisting of C_1 - C_4 alkyl, C_1 - C_4 alkoxy, C_1 - C_6 thioalkyl, C_1 - C_4 haloalkyl, halogen, $N(C_1$ - C_4 alkyl) $_2$ and CN.

2. (Currently Amended) A compound according to claim 1 wherein V is phenyl or 3-pyridyl and is substituted with two to three of the same or different ~~substitutents~~ substituents selected from the group consisting of C_1 - C_4 alkyl, C_1 - C_4 alkoxy, C_1 - C_6 thioalkyl, C_1 - C_4 haloalkyl, halogen, $N(C_1$ - C_4 alkyl) $_2$ and CN; said substituents attached at the 2, 4 or 6-positions of said phenyl or said 3-pyridyl.

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3. (Currently Amended) A compound according to claim 1 wherein V is 2-pyridyl and is substituted with two of the same or different ~~substituents~~ substituents selected from the group consisting of C₁₋₄alkyl, C₁₋₄alkoxy, C₁₋₆thioalkyl, C₁₋₄haloalkyl, halogen, N(C_{1-C₄}alkyl)₂ and CN; said substituents attached at the 3 and 5-positions of said 2-pyridyl.
4. (Original) A compound according to claim 1 wherein R¹ is C₁₋₆alkyl or C₁₋₆haloalkyl.
5. (Original) A compound according to claim 1 wherein R¹ is methyl or trifluoromethyl.
6. (Original) A compound according to claim 1 wherein R² is C(D)NR³R⁴ and D is O.
7. (Original) A compound according to claim 1 wherein R² is CH₂N R³R⁴.
8. (Original) A compound according to claim 1 wherein R² is D'-D''(R³)(R⁴), D is a bond and D'' is C-OH.
9. (Original) A compound according to claim 1 wherein R² is D'-D''(R³)(R⁴), D is a bond and D'' is C or CH.
10. (Original) A compound according to claim 1 wherein R³ and R⁴ are each independently selected from the group consisting of H, C₁₋₆alkyl, C₁₋₆haloalkyl, -C₁₋₆hydroxyalkyl, -C₁₋₄alkylene-O-C₁₋₄alkyl, -C₁₋₃alkylene-C₁₋₆thioalkyl, -C₂₋₆alkylidene-(C₁₋₄alkoxy)₂, C₃₋₇cycloalkyl, -C₁₋₆alkylene-C₃₋₇cycloalkyl, C₂₋₆alkenyl, C₃₋₆alkynyl and -C₁₋₆alkylene-CN.
11. (Original) A compound according to claim 1 wherein R³ and R⁴ together with the nitrogen to which they are attached form a five or six-membered heterocycle.
12. (Original) A compound according to claim 1 wherein V is 2, 4, 6-trimethylphenyl.
13. (Original) A compound according to claim 1 wherein V is 2,4-dichlorophenyl.

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14. (Currently Amended) A compound according to claim 1 wherein E¹ and E³ together form $\text{N}(\text{CH}_2)_3 \text{=N-CH=CH-CH=}$ optionally substituted with halogen, methoxy, methyl or nitrile.
15. (Currently Amended) A compound according to claim 1 wherein R² is CH₂NR³R⁴, R³ is ethyl or propyl, R⁴ is -(CH₂)₂-phenyl, E¹ and E³ together form $\text{N}(\text{CH}_2)_3 \text{=N-CH=CH-CH=}$ optionally substituted with halogen, methoxy, methyl or nitrile.
16. (Currently Amended) A compound according to claim 1 wherein R² is CH₂NR³R⁴, R³ is ethyl or propyl, R⁴ is -(CH₂)₂-phenyl, E¹ and E³ together form $\text{N}(\text{CH}_2)_3 \text{=N-CH=CH-CH=}$ optionally substituted with halogen.
17. (Currently Amended) A compound or pharmaceutically acceptable salt of solvate thereof selected from the group consisting of
- Ethyl-[2-methyl-8-(2,4,6-trimethyl-phenyl)-8H-1,3a,7,8-tetraaza-cyclopenta[□]inden-3-ylmethyl]-phenethyl-amine;
- Cyclobutylmethyl-[2-methyl-8-(2,4,6-trimethyl-phenyl)-8H-1,3a,7,8-tetraaza-cyclopenta[□]inden-3-ylmethyl]-propyl-amine;
- [8-(2-Chloro-4,6-dimethyl-phenyl)-2-methyl-8H-1,3a,7,8-tetraaza-cyclopenta[a]inden-3-ylmethyl]-phenethyl-propyl-amine;
- [8-(2-Chloro-4,6-dimethyl-phenyl)-2-methyl-8H-1,3a,7,8-tetraaza-cyclopenta[□]inden-3-ylmethyl]-cyclobutylmethyl-propyl-amine;
- [8-(2-Chloro-4,6-dimethyl-phenyl)-2-methyl-8H-1,3a,7,8-tetraaza-cyclopenta[a]inden-3-ylmethyl]-ethyl-phenethyl-amine;
- 8-(2-Chloro-4,6-dimethyl-phenyl)-2-methyl-3-(3-phenyl-pyrrolidin-1-ylmethyl)-8H-1,3a,7,8-tetraaza-cyclopenta[□]indene;
- Cyclopropylmethyl-propyl-[2-trifluoromethyl-8-(2,4,6-trimethyl-phenyl)-8H-1,3a,7,8-tetraaza-cyclopenta[a]inden-3-ylmethyl]-amine;
- Phenethyl-[2-trifluoromethyl-8-(2,4,6-trimethyl-phenyl)-8H-1,3a,7,8-tetraaza-cyclopenta[a]inden-3-ylmethyl]-(3,3,3-trifluoro-propyl)-amine;
- ~~[8-(2-Chloro-4,6-dimethyl-phenyl)-2-methyl-8H-1,3a,7,8-tetraaza-cyclopenta[a]inden-3-ylmethyl]-phenethyl-propyl-amine;~~

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[8-(2-Chloro-4,6-dimethyl-phenyl)-2-methyl-8H-1,3a,7,8-tetraaza-cyclopenta[a]inden-3-ylmethyl]-ethyl-phenethyl-amine; and

[8-(2-Chloro-4,6-dimethyl-phenyl)-2-methyl-8H-1,3a,7,8-tetraaza-cyclopenta[a]inden-3-ylmethyl]-(2-methoxy-1-methoxymethyl-ethyl)-amine.